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RECORDATION NO. **11036-D, E, F** FILED 1425

January 10, 1995

JAN 10 1995 -11 55 AM

INTERSTATE COMMERCE COMMISSION

Kim Bartman
Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECEIVED

JAN 10 11 51 AM '95

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of an Assignment of Lease and a Bill of Sale, both dated as of January 10, 1995 and two copies of an Assumption of Lease, dated as of January 10, 1995, all secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Equipment Lease Agreement and other secondary documents related thereto which have been duly filed and with the Commission under Recordation Number 11036.

The names and addresses of the parties to the enclosed document are:

Assignment of Lease
and Assumption of Lease

Assignor: Pershing Lease Income Limited Partnership II
6300 Lamar
P.O. Box 29217
Shawnee Mission, Kansas 66201-9217

Assignee: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, Illinois 60602

Mr. Vernon A. Williams
January 10, 1995
Page 2

Bill of Sale

Seller: Pershing Lease Income Limited Partnership II
6300 Lamar
P.O. Box 29217
Shawnee Mission, Kansas 66201-9217

Buyer: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, Illinois 60602

A description of the railroad equipment covered by the enclosed document is:

five (5) GM locomotives HBT60 - HBT64

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 11036-E FILED 1425

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ASSUMPTION OF LEASE INTERSTATE COMMERCE COMMISSION

Reference is hereby made to that certain Equipment Purchase and Assignment Agreement ("Purchase Agreement") dated as of January 10, 1995 by and between PERSHING LEASE INCOME LIMITED PARTNERSHIP II ("Seller") and RESIDUAL BASED FINANCE CORPORATION ("Purchaser"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Purchase Agreement.

KNOW ALL MEN BY THESE PRESENTS, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, that Purchaser hereby irrevocably assumes and agrees to perform all the obligations of Seller under the Lease arising on or after the date hereof.

This instrument shall be governed by and construed in accordance with the laws of the State of Illinois.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the first date written below.

Dated as of: January 10, 1995

RESIDUAL BASED FINANCE CORPORATION

By: 

Title: PRCS

STATE OF ILLINOIS)

SS

COUNTY OF COOK)

On this 9th day of January, 1995 before me personally appeared Vincent J. Lopez, to me personally known, who, being by me duly sworn, says that he is President of RESIDUAL BASED FINANCE CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires